

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

SECURITIES AND EXCHANGE §
COMMISSION, §
Plaintiff, §
§
v. § Case No.: 3:16-cv-01735-D
§
CHRISTOPHER A. FAULKNER, *et al.*, §
Defendants. §

**RECEIVER'S MOTION FOR ENTRY OF ORDER
CONFIRMING SALE OF REAL PROPERTY**

Thomas L. Taylor III, temporary receiver appointed in the above-styled civil action (“Receiver”), respectfully files this motion (“Confirmation Motion”) for entry of an order confirming the sale of certain real property Receivership Assets¹ through an auction conducted by EnergyNet.com, LLC (“EnergyNet”) pursuant to this Court’s previously entered Order (1) Granting Receiver Authority to Sell Oil and Gas Interests; (2) Approving Engagement of Sales and Marketing Firm; and (3) Approving Sales Procedures [ECF No. 463] (“Sales Order”).

By the present Confirmation Motion, Receiver seeks confirmation of the sale -- free and clear of all liens, claims and encumbrances -- of Receivership Assets to Kolding Oil & Gas, LLC (“Buyer”) for the purchase price of \$150,000.00. These assets consist of various non-operated working interests and overriding royalty interests located in multiple counties in North Dakota, Oklahoma, and Texas (“Assets”), as more fully described in **Exhibit D** (App 017.) The purchase price has been paid by Buyer and is held by EnergyNet in escrow pending entry of a confirmation

¹ As that term is defined in the Third Amended Order Appointing Receiver. ECF No. 496 p. 1.

order by this Court. **Exhibit A**, Declaration of Thomas L. Taylor III (“Taylor Decl.”) ¶3 (App 002.)

Through the filing of this Confirmation Motion with the Court’s CM/ECF system, the Receiver has served notice of this Confirmation Motion upon all parties to the above-styled enforcement action. The Receiver is not aware of any non-parties with potential or purported interests in the Assets as of the filing of this Confirmation Motion. Any person seeking to oppose the confirmation of the sale detailed herein must file such opposition with the Court within twenty-one (21) days of the filing of this Confirmation Motion. Sales Order ¶8.

The Receiver has discussed this Confirmation Motion with counsel for Plaintiff Securities and Exchange Commission (the “Commission”), who do not oppose the relief sought herein.

A. Marketing and Sale of the Assets Pursuant to 28 U.S.C. §§ 2001 and 2002 as Modified by the Sales Order

This Court entered the Sales Order on July 26, 2019, adopting the sales procedures proposed by the Receiver. Pursuant to the Sales Order, the Receiver and EnergyNet executed the Sellers Agreement for the Sale of Oil and Gas Properties [ECF No. 438-1] (the “Sellers Agreement”). Taylor Decl. ¶2 (App 001.) Pursuant to the Sellers Agreement, EnergyNet is assisting the Receiver in the marketing and sale of the oil and gas interests owned by the Receivership Estate, including the sale of the Assets which, through this Confirmation Motion, the Receiver seeks to confirm. *Id.*

B. Marketing and Sale of the Assets

On or about July 26, 2019 the Receiver posted the Sales Order on the Receivership Estate website (www.breitlingreceivership.com), which has remained displayed on the Receivership

Estate website through the final sale of oil and gas Receivership Assets. Taylor Decl. ¶2 (App 001.)

The preparation of the online “data room” for the Assets (Lot 97381) was completed and opened to the public on or about March 15, 2023. Taylor Decl. ¶3 (App 002.) EnergyNet engaged in marketing efforts with respect to this auction as directed in paragraph 6(2) of the Sales Order. In this regard, EnergyNet marketed this asset to their bidder base of over 35,000 registered bidders including direct calls to key decision makers, targeted emails, mass email campaigns, and auto generated emails based on buyers’ unique pre-selected preferences. **Exhibit B**, Declaration of Cody Felton (“Felton Decl.”) ¶2 (App 003); *see also, e.g.*, **Exhibit D** (App 005 – 017.) A total of 236 unique EnergyNet users visited the Assets “data room” on 946 occasions. Taylor Decl. ¶3 (App 002.) This is a very strong market response for this Asset. Felton Decl. ¶2 (App 003 – 4.)

The auction bid window closed on April 5, 2023. Taylor Decl. ¶3 (App 002.) Ten bidders submitted 20 bids for the Assets. *Id.* At the close of the auction period, the highest bid received was for \$150,000.00. *Id.* This purchase price represents approximately 28 months of the monthly average net income for the Assets, an amount consistent with the average lot listed on EnergyNet with similar attributes. Felton Decl. ¶2 (App 003 – 4.) Notice of the closing auction price sought to be confirmed for Lot 97381 herein was displayed on the Receivership Estate website upon the closing of the auction. Taylor Decl. ¶3 (App 002.)

The Receiver, through EnergyNet, achieved the sale of the Assets in conformity with the Sales Order, which sold for market or above-market value. The Receiver requests that the Court confirm the sale of the Assets -- free and clear of all liens, claims and encumbrances -- to Buyer for the purchase price of \$150,000.00.

CONCLUSION AND REQUESTED RELIEF

The Receiver respectfully requests that the Court grant this Motion and confirm the sale of the Assets to Kolding Oil & Gas, LLC for the purchase price of \$150,000.00. The Receiver submits the Declarations and the Exhibits attached hereto demonstrating the manner in which the sale of the Assets was carried out pursuant to the Sales Order entered by this Court.

Dated: April 11, 2023

Respectfully submitted,

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COUNSEL FOR RECEIVER

CERTIFICATE OF CONFERENCE

I certify that I conferred with the Staff of the Commission with respect to the foregoing document, and they are not opposed to the relief sought herein.

/s/ Andrew M. Goforth
Andrew M. Goforth

CERTIFICATE OF SERVICE

I certify that on April 11, 2023 I served the foregoing document pursuant to FED. R. CIV. P. 5(b)(2)(E) by filing it through the Court's CM/ECF filing system.

/s/ Andrew M. Goforth
Andrew M. Goforth